

EXHIBIT D

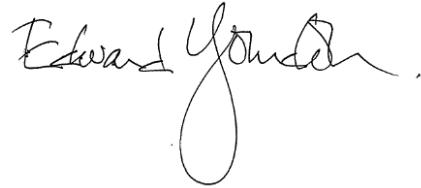
Page 1

UNITED STATES DISTRICT COURT
DISTRICT OF NEVADA

ORACLE USA, INC; ORACLE :
AMERICA, INC.; and ORACLE :
INTERNATIONAL CORPORATION :
Plaintiffs, :
: :
: : Case No. 2:10-CV-LRH-PAL
vs. :
RIMINI STREET, INC.; and SETH :
RAVIN :
Defendants. :
:

REVISED EXPERT REPORT OF EDWARD YOURDON

Submitted on February 13, 2012



Edward Yourdon

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Page 8

14. Supporting citations contained in this report are illustrative, not exhaustive. Given the significant amount of materials produced in this case, not every document or piece of testimony on point is included. I intend to rely on all evidence at trial on any relevant point.
15. If I testify at trial in this matter, I may use various documents (or portions thereof) that have been produced by the parties, and which relate or refer to the issues discussed in my report. I also reserve the right to use demonstrative exhibits, animations and slide presentations, enlargements of actual exhibits referenced in this report, and other information that may assist in explaining my opinions to the Court.
16. I am being compensated for this assignment at the rate of \$575 per hour. My compensation does not depend, in any way, upon the outcome of the case.

III. SUMMARY OF MY OPINIONS

17. In summary, I have formulated the following opinions:
 - Oracle and Rimini's customers, and ERP customers in general, evaluate a number of factors when considering the possibility of moving their ongoing support services from their original ERP vendor to a third-party support provider. When making this decision, price is a significant consideration for customers. In addition, customers also care about the level and quality of support, and the validation of that quality through customer references. ***Based on my experience and review of the record, Rimini's promise of vendor-level support to customers at a significantly lower price than Oracle caused customers not to renew their support with Oracle.***
 - When considering the possibility of a move from one third-party support provider to another, price is likely to be a significant issue for the customer – because that

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Page 9

customer may have become accustomed to paying a discounted amount for support. However, factors such as stability and the promise of vendor-level support are still likely to affect such a decision. This was the situation when TomorrowNow, Inc. (“TomorrowNow”) ceased its operations in 2008 (as the result of a lawsuit with Oracle), and customers had to decide whether to switch to a new third-party support provider, such as Rimini, or instead return to their original vendor, Oracle. *Given the risk associated with such a scenario (including the relatively sudden, unexpected closing of TomorrowNow, and the concomitant risk that a subsequent support provider, such as Rimini, might also unexpectedly cease operations at some point in the future), it is my opinion that customers who left TomorrowNow for Rimini did so because of the strong incentive of promised vendor-level support at a continued, significant discount.*

- Customers often *consider* moving to an alternative third-party support provider, but, in my experience, most of them ultimately require or strongly desire vendor-level support. This typically makes the risks associated with a move to an alternative third-party support provider so worrisome that only a deeply discounted price is likely to persuade the customer. Roughly 85% of ERP customers renew support with their original vendor each year; this is also true for Oracle, which actually experiences historic retention rates well in excess of 85%. *Based on my experience and review of the record, if Rimini had not promised its customers vendor-level support, at a significant discount from Oracle’s price, the vast majority of Rimini’s customers would have renewed their support with Oracle, in proportion to the rest of Oracle’s customer base – i.e., at Oracle’s historical retention rate.*

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Page 10

- Rimini's existence in the marketplace as a below-cost support provider has had a significant reputational impact on most of Oracle's customers for the products serviced by Rimini, because Rimini causes Oracle's customers to believe that they have been "gouged," or cheated, by the original (higher-priced) vendor. As a result, everything that the original vendor says after the appearance of cut-rate, high-discount service-providers is regarded with skepticism. As a result, once-loyal customers begin to question their relationship with Oracle, and how much they want to continue to purchase from Oracle. Customers also start to look in the marketplace to find potential vendor-replacements for their other Oracle software products and services (e.g., Oracle's "bread and butter" database products), not just the initial products that caused the customer to reassess its vendor relationship.

IV. MATERIALS REVIEWED

18. I have reviewed certain pleadings, discovery responses, depositions of customers and certain Oracle and Rimini witnesses (and the exhibits associated with those depositions), and several other key documents describing interactions between the parties and various customers who were considering renewing with Oracle or switching to a third-party support provider for their ERP software maintenance. I have also consulted with Oracle employees Edward Screven (Chief Corporate Architect) and Rick Cummins (Vice President of Support Sales for North America Strategic Accounts).
19. The full list of materials that I have reviewed is presented in Appendix C to this report.

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